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TRANSMITTAL LETTER

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

700001929707
-08/21/96--01081--009
*****70.00 *****70.00

SUBJECT: THE MICHAEL GROUP, INC.
(proposed corporate name)

Enclosed is an original and one (1) copy of the articles of Incorporation and our check for \$ 70.00 .

FROM: DEVRY E. DEWAN
Name (printed or typed)
7006 ATLANTIC BLVD.
Address
JACKSONVILLE, FLORIDA 32211-8706
City, State, & Zip
(904) 725-2906
Telephone Number

FILED
95 AUG 21 AM 8:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Note: Please provide the original and one copy of the Articles.

8-23-96
KR

ARTICLES OF INCORPORATION

OF

THE MICHAEL GROUP, INC.

FILED
95 MAR 21 AM 8:41
STATE OF FLORIDA
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this corporation is: THE MICHAEL GROUP, INC.

ARTICLE II - DURATION

This corporation shall have perpetual existence commencing on the date of the filing of these Articles with the Department of State.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any and all lawful business, all in keeping with the laws of the State of Florida.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 100 shares of \$10.00 par value common stock which shall be designated "Common Stock."

ARTICLE V - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation shall have the right to purchase his prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI - INITIAL REGISTERED OFFICE, MAILING OFFICE,
AND REGISTERED AGENTS OFFICE

The street of the initial registered office, mailing office, and registered agent's office of this corporation is 4741 REED AVE., JACKSONVILLE, FLORIDA 32257

The name of the initial registered agent of this corporation is MICHAEL W. CHAUVIN

ARTICLE VII - INITIAL BOARD OF DIRECTORS

NAME
PRESIDENT
MICHAEL W. CHAUVIN

ADDRESS
4741 REED AVE.
JACKSONVILLE, FL. 32257

VICE PRESIDENT
JAYME K. CHAUVIN

4741 REED AVE.
JACKSONVILLE, FL. 32257

ARTICLE VIII - INCORPORATORS

NAME

ADDRESS

MICHAEL W. CHAUVIN

4741 REED AVE.
JACKSONVILLE, FL. 32257

JAYME D. CHAUVIN

4741 REED AVE.
JACKSONVILLE, FL. 32257

ARTICLE IX - INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE X - AMENDMENT

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of Incorporation this 10th day of August 1996.


SUBSCRIBER MICHAEL W. CHAUVIN


SUBSCRIBER JAYME K. CHAUVIN

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA. NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED:

FIRST - That THE MICHAEL GROUP, INC.

desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at the City of Jacksonville, State of Florida, has named MICHAEL W. CHAUVIN

located at 4741 REED AVE. Jacksonville, Florida 32257, as its agent to accept service of process within Florida.

SIGNATURE Michael Chauvin
TITLE: PRESIDENT MICHAEL W. CHAUVIN
DATE: AUGUST 10, 1996

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE CAPTIONED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER PERFORMANCE OF MY DUTIES.

SIGNATURE Michael Chauvin
REGISTERED AGENT
DATE: AUGUST 10, 1996

STATE OF FLORIDA

COUNTY OF DUVAL

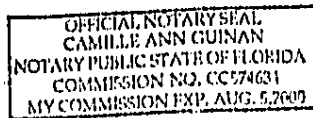
BEFORE ME, a Notary Public authorized to take acknowledgements in the State and County set forth above, personally appeared MICHAEL W. CHAUVIN

known to be and known by me to be the persons who executed the foregoing Articles of Incorporation, and they acknowledge before me that they executed these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the State and County aforesaid, this 10th day of August, 1996.

Camille Ann Guinan

NOTARY PUBLIC, STATE OF FLORIDA,
AT LARGE



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96 AUG 21 AM 8:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA